

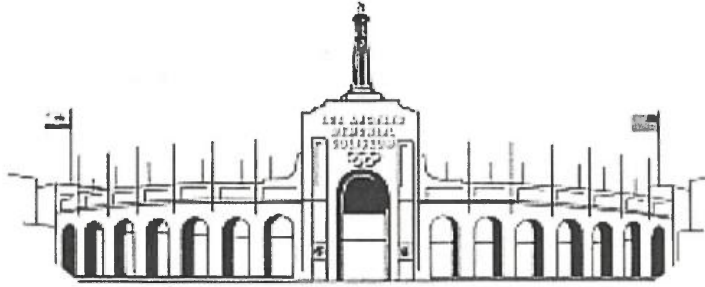
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**LOS ANGELES MEMORIAL COLISEUM COMMISSION**

3911 South Figueroa Street, Los Angeles, CA 90037

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November 2, 2018

**Via Certified Mail**

University of Southern California  
University Park Campus, UGW-110  
Los Angeles, California 90089  
Attention: Vice President,  
Real Estate and Asset Management

University of Southern California  
Office of General Counsel  
ADM 352  
Los Angeles, California 90089-5013

**RE: Invocation of Resolution of Dispute Procedures in Section 16.7 of the Lease**

Dear USC:

This letter serves as notice to the University of Southern California ("USC") that the Los Angeles Memorial Coliseum Commission (the "Commission") is invoking Section 16.7 (Resolution of Disputes) of the lease between USC and the Commission (the "Lease") with respect to USC's proposal to rename the Los Angeles Memorial Coliseum as the "United Airlines Memorial Coliseum" and related issues, including proposed changes to the Peristyle and stadium signage. The Commission looks forward to good faith negotiations with USC over these issues and believes that a mutually beneficial resolution can be achieved.

**I. The Commission Disputes USC's Plan to Remove "Los Angeles" from the Name of the "Los Angeles Memorial Coliseum"**

**A. The Los Angeles Memorial Coliseum is a Veterans Memorial that Was Built as a Memorial to World War I Veterans from Los Angeles**

The Los Angeles Memorial Coliseum was commissioned in 1921 as a living memorial to the thousands of members of the U.S. Armed Forces from Los Angeles who served their country in World War I. The Los Angeles Memorial Coliseum was rededicated as a memorial to all United States veterans of World War I in 1968.

As we approach the 100 year anniversary of the end of World War I, the Los Angeles Memorial Coliseum was recently designated an official United States World War I Centennial Memorial by the United States World War One Centennial Commission and the Pritzker Military Museum and Library. (See attached certificate). This designation was made in partnership with The American Legion and the Veterans of Foreign Wars.

**B. The Los Angeles Memorial Coliseum is a State and Federal Historical Landmark and an Integral Part of the History of Los Angeles**

In 1984, the State of California and the United States Government declared the Los Angeles Memorial Coliseum a State and Federal Historical Landmark for its contribution to the history of California, as well as to that of the United States as a whole. Since opening in June 1923, Los Angeles Memorial Coliseum has become one of the world's greatest venues. It is the only facility in the world to host two Olympiads (X and XXIII), two Super Bowls (I and VII), one World Series (1959), a Papal Mass and visits by three U.S. Presidents: John F. Kennedy, Richard Nixon and Ronald Reagan. The stadium has served as the home to the USC football team since 1923. It is also the temporary home of the Los Angeles Rams. The Los Angeles Memorial Coliseum was home to the Los Angeles Rams from 1946 to 1979 and the Los Angeles Raiders. It was the temporary home of the Los Angeles Dodgers from 1958 to 1961 and was the host for the 1959 Major League Baseball All-Star Game. The Dodgers' first World Series games in Los Angeles were played in 1959 at the Los Angeles Memorial Coliseum. The Los Angeles Memorial Coliseum will add to its illustrious record when it will host opening and closing ceremony activities and sporting events for the 2028 Olympics in Los Angeles. USC has acknowledged the Coliseum's status as a Los Angeles icon: "USC is honored to be the caretaker of this Los Angeles treasure."<sup>1</sup>

**C. "Los Angeles" Should Not Be Removed from the Name of the Los Angeles Memorial Coliseum**

Stewardship of the Los Angeles Memorial Coliseum brings with it a public trust shared, by the Commission and USC, to ensure the greatest benefit possible is received and enjoyed by the citizens of Los Angeles and the public generally from this venerable stadium. The renovation of the Los Angeles Memorial Coliseum should be done in such a way to enhance its historic and iconic role in Los Angeles. There has been no meaningful public outreach, including to veterans, related to the proposed name and signage changes that would remove "Los Angeles" from the name of the Los Angeles Memorial Coliseum. Given its inseparable history and significance to Los Angeles, the Commission asserts that "Los Angeles" must be maintained in the name of the Los Angeles Memorial Coliseum. Removing the words "Los Angeles" from this historic stadium, would do an enormous disservice to the citizens of Los Angeles – and to the memory of those Los Angeles area veterans for whom the stadium was named.

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<sup>1</sup> Former USC President, C.L. Max Nikias, "United Airlines Memorial Coliseum To Be New Name for L.A. Landmark." *USC International Academy* website, 25 May 2018, <https://international.usc.edu/united-airlines-memorial-coliseum-to-be-new-name-for-l-a-landmark/>.

Further, eliminating "Los Angeles" is very likely to be confusing to the public as there is no reference to the physical location of the stadium in the proposed new name "United Airlines Memorial Coliseum." There are alternative naming configurations available that would keep "Los Angeles" in the name, for example "United Airlines Field at the Los Angeles Memorial Coliseum." Indeed, Husky Stadium at the University of Washington was renamed "Alaska Airlines Field at Husky Stadium" pursuant to a naming rights agreement.

#### **D. USC's Premature Use of the Name "United Airlines Memorial Coliseum"**

The Commission previously expressed its disappointment at USC's inappropriate use of the name "United Airlines Memorial Coliseum" in referring to the Los Angeles Memorial Coliseum in an invitation for a recent USC event. In response to our letter, USC acknowledged that its premature use of an alternate name for the Los Angeles Memorial Coliseum was unnecessary. The Commission reiterates its position that the stadium's official name is the Los Angeles Memorial Coliseum.

## **II. Under the Lease, the Commission Retains Approval Rights Over Alterations That Affect the Appearance of the Coliseum or its Historical Significance**

Section 11.5 of the Lease provides that USC:

shall not make any capital improvements to or alterations of the Coliseum Property without the prior written approval of Landlord to the extent that such capital improvements or alterations (a) **materially affect the exterior structure or appearance of the Coliseum or Coliseum Property, or the historical significance of the Coliseum[.]** (Emphasis added.)

Based on the above, the Commission asserts its approval rights over all new signs that would materially affect the historical significance or the appearance of the Los Angeles Memorial Coliseum or the Los Angeles Memorial Coliseum Property (as defined in the Lease). Any sign that eliminates "Los Angeles" from the name of the Los Angeles Memorial Coliseum would materially impact both the appearance and historical significance of the Los Angeles Memorial Coliseum. Additionally, the Commission asserts approval rights in Section 11.5 of the Lease as to all signs that would be attached to the walls, rim, or exterior of the Los Angeles Memorial Coliseum, or located on Los Angeles Memorial Coliseum Property, which could materially affect the exterior structure or appearance of the Coliseum or Coliseum Property, or the historical significance of the Coliseum.

**A. The Commission Disputes USC's Claimed Unilateral Right to Alter the Iconic and Historic "Los Angeles Memorial Coliseum" Olympic Rings Sign on the Peristyle**

USC has proposed to replace the words "Los Angeles" on the Peristyle with the words "United Airlines." The Commission rejects USC's assertions that it has no further approval rights over alterations to the signage on the Peristyle because it would materially affect the exterior appearance of the Los Angeles Memorial Coliseum and its historical significance. USC's own historical preservation analysis that described this Peristyle sign as a "character-defining feature" of the Los Angeles Memorial Coliseum, which should be retained and preserved. *See* Los Angeles Memorial Coliseum Historic Preservation Analysis of Rehabilitation Project memorandum dated May 2, 2015, prepared by Historic Resources Group for USC (the "Historic Preservation Analysis"), p. 10. This same Historic Preservation Analysis states that there are no changes to the "Los Angeles Memorial Coliseum" sign on the Peristyle. (*Id.*, p. 10). The U.S. Department of Interior recommends retaining historic signs "whenever possible, particularly when they are associated with historic figures, events or places."<sup>2</sup> The Lease does not require USC to remove the words "Los Angeles" from the Coliseum's name or the Peristyle sign. The Commission is resolute in its opposition to removing Los Angeles from the Peristyle sign.

**B. City Approval is Required for Changes to the Peristyle and all Signs Must Comply with the City Sign District Ordinance**

In addition to Commission approval, Section 8.2 (a) of the Lease requires all signage to be in compliance with the City of Los Angeles' ("City") Coliseum District Specific Plan (as amended in 2016, the Coliseum and Soccer Stadium Sign District (Ordinance No. 184290)) (the "Sign District") as well as all other applicable laws, including City ordinances. The Sign District was developed to incorporate the existing and prospective approved signage for the Los Angeles Memorial Coliseum and surrounding areas, and set forth a review process to obtain applicable City permits and approvals.

Pursuant to Section 5.A. of the Sign District, the existing Peristyle signage is declared legal and conforming; however, alterations are subject to the requirements of Section 91.6216 of the Los Angeles Municipal Code ("LAMC"), and alterations that change the size of existing signage generally require full code compliance, as new signs.

There is nothing in the Sign District authorizing modified, or new, signage on the Peristyle, including naming sponsor signage. Section 8.E(1)(d) provides that "[n]o permanent Signs may be placed on the Peristyle." Appendix E of the Sign District provides a "Peristyle View" of conceptual signs, but does not include any new Peristyle signage and maintains existing "Los Angeles Memorial Coliseum" Peristyle sign.

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<sup>2</sup> Auer, Michael. "The Preservation of Historic Signs." *U.S. Department of Interior, National Park Service website*, October 1991, <https://www.nps.gov/tps/how-to-preserve/briefs/25-signs.htm>.  
HOA.102394619.1

Based on the above, the Commission asserts that the Sign District prohibits USC's proposal to add "United Airlines" to the existing signage on the Peristyle, and prohibits any new signage on the Peristyle.

Additionally, there is currently no provision in the Sign District for signage on the roof of the new press box structure. A sign on the roof of the press box would be visible during aerial shots during game broadcasts and visible from planes and helicopters flying above.

**C. None of the CEQA Documents for the Renovation Project Include Adding New Signs to the Peristyle or Changing the Existing Peristyle Sign.**

In a prior letter, USC's counsel contended that the Commission had approved changes to Peristyle signage when it approved the Lease in 2013 and the associated categorical exemption from the California Environmental Quality Act ("CEQA") for approval of the Lease. The prior CEQA documents approved by the Commission did not consider specific signage changes and the Commission has never considered a formal proposal from USC regarding proposed signs containing "United Airlines Memorial Coliseum" to review or analyze under CEQA, or pursuant to the Lease terms. When it approved USC's design plans for the renovation of the Coliseum in 2015, and subsequent revisions in 2016, the plans submitted to the Commission did not include a proposal to alter the signage on the Peristyle. In fact, all depictions of the Peristyle in the renovation plans and the environmental documents retained the existing signage depicting "Los Angeles Memorial Coliseum" and the Olympic Rings, and all references to the Peristyle asserted it would remain "intact."

Under the Lease, it was contemplated that there would be further discretionary approvals by the Commission that would be subject to CEQA review and the Commission agreed to act as the lead agency for purposes of CEQA compliance (Section 15.13) during the Lease term. As USC has not yet formally asked the Commission for approval of new signs, including the size, wording, and location, the Commission has not had the ability to analyze such signs pursuant to CEQA, or the Lease. In addition to Commission review, the City's Office of Historic Resources would likely require additional environmental review for proposed changes to the Peristyle, which constitute an alteration to a designated historical landmark, before the City would issue a permit. (See LAMC § 91.106.4.5.)

**III. USC's Refusal to Provide the Commission with the Naming Rights Agreement**

On October 9, 2018, Commission Counsel sent a letter to USC's counsel requesting the naming rights agreement between USC and United Airlines ("Naming Rights Agreement") pursuant to Section 14.3 of the Lease. On October 23, 2018, USC's lawyer, Kim N.A. Boras, responded to the letter by refusing to provide a copy of the Naming Rights Agreement based on her claim that the Naming Rights Agreement is a "confidential document containing proprietary and financial information that was not intended for public dissemination [] as might occur under the Public Records Act

("PRA") if [it] were submitted to the Commission." USC should not rely on the PRA to avoid its obligations under the Lease to provide the Commission with the Naming Rights Agreement, especially since exemptions from disclosure exist in the PRA. Furthermore, the Commission's rights under the Lease are not limited by whether a document may be disclosed pursuant to the PRA. USC's lawyers have made representations to the Commission that the Naming Rights Agreement complies with the Lease and absent the ability to review the Naming Rights Agreement, there is no way for the Commission to verify USC's representations.

#### **IV. Conclusion**

The Commission hereby requests that good faith negotiations be commenced over the disputes described herein within five business days of receipt of this letter. The Commission hopes that these disputes can be resolved in a professional and mutually beneficial manner. The Commission specifically reserves all rights and remedies under the Lease. Please contact me at [skuhn@counsel.lacounty.gov](mailto:skuhn@counsel.lacounty.gov) or 213-974-1852 regarding setting up a time and date for the negotiations.

Very truly yours,



SCOTT KUHN

Assistant County Counsel  
Commission Legal Counsel

cc: Mr. Al Naipo, Chief Administrative Officer  
Ms. Sonia Chan, Commission Counsel  
Mr. Michael Feuer, City Attorney  
Ms. Noreen Vincent, Senior Assistant City Attorney  
Mr. Michael Custodio, Office of the City Attorney  
Ms. Kim N. A. Boras, Latham & Watkins  
Ms. Laurie M. Stone, Senior Vice President, USC  
Mr. Daniel R. Stimmler, Vice President, USC  
Mr. Rick J. Caruso, Chair, USC Board of Trustees  
Dr. Wanda Austin, Interim President USC

1918



2018

*This Certificate hereby makes known that*

# LOS ANGELES MEMORIAL COLISEUM LOS ANGELES, CA

*is an official United States*

## WORLD WAR I CENTENNIAL MEMORIAL

This memorial has been named a World War I Centennial Memorial in honor of those who in the name of liberty either made the ultimate sacrifice or who came back from Europe victorious. Their victory changed the world and helped forge the United States into the arsenal of democracy. 100 Cities / 100 Memorials recognizes and helps restore World War I memorials nationwide in order to create an ongoing conversation about The Great War, lest we forget.

This designation is awarded by the United States World War One Centennial Commission and the Pritzker Military Museum & Library in the year 2018 as a part of the United States official World War I centennial commemoration, 2017 - 2019, in partnership with The American Legion and the Veterans of Foreign Wars of the United States.



THE UNITED STATES  
WORLD WAR ONE  
CENTENNIAL COMMISSION

*Terry Hamby*  
Terry Hamby  
Chair

World War One Centennial Commission

PRITZKER  
MILITARY  
MUSEUM & LIBRARY

*Jennifer N. Pritzker*

Jennifer N. Pritzker

Colonel (IL), IL ARNG (Retired)

Chair & Founder, Pritzker Military Museum & Library